

Company No: 06539986

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**IDVERDE UK LIMITED**  
(the "Company")

WE, the undersigned, being the sole member of the Company who (at the circulation date of this resolution) has the right to vote on the resolutions, hereby irrevocably agree pursuant to Part 13 Chapter 2 of the Companies Act 2006 to the passing of the following resolutions each by way of written resolution:

- 1** **THAT** the terms and transactions contemplated by the documents listed below (together, the "**Documents**") and the entry into by the company into such Documents be hereby authorised and approved:
- 1.1** an accession agreement to be entered into between the Company, Armorica (as Debtor's Agent) and Crédit Industriel et Commercial (as Facility Agent and Security Agent) for the purposes of acceding as an Additional Guarantor under the senior facilities agreement dated 1 August 2017 between, *inter alios*, Armorica (as Company), Idverde (as an Original Borrower and Original Guarantor), Crédit Industriel and Commercial (as Facility Agent and Security Agent) and the financial institutions listed Schedule 1 (as Original Lenders) (the "**Senior Facilities Agreement**"), (each capitalised term in this paragraph as defined in the Senior Facilities Agreement);
- 1.2** a debtor accession agreement to be entered into between the Company (as Acceding Debtor) and Crédit Industriel et Commercial (as Security Agent) for the the purposes of acceding as Debtor and as Intra-Group Lender under the intercreditor agreement dated 1 August 2017 between, *inter alios*, Armorica (as Company), Idverde (as Original Debtor) and Crédit Industriel et Commercial (as Facility Agent and Security Agent) (the "**Intercreditor Agreement**"), (each capitalised term in this paragraph as defined in the Intercreditor Agreement);
- 1.3** a debenture to be entered into between, *inter alios*, the Company (as Chargor) and Crédit Industriel et Commercial (as Security Agent); and
- 1.4** all such other documents as may be required in order to implement the transactions contemplated by the documents referred to in paragraphs 1.1 to 1.3 above, in each case in such manner or form as that Director may in his or her absolute discretion think fit,

and **THAT** such authority is to enter into the Documents in such form as any Director of the Company may approve, such approval to be conclusively evidenced by the signature of such Director thereon.

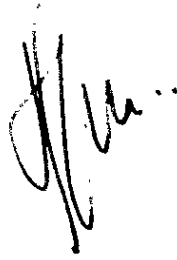
- 2** **THAT** the Company is hereby authorised to enter into any novations, variations, supplements, amendments and/or restatements from time to time of, or in connection with the Documents, and any other documents, which the Company may at any time deem to be required to enter into pursuant to or in connection with the Documents.

Please read the notes at the end of this document before signifying your agreement to the resolutions.



The undersigned, a person entitled to vote on the above resolutions on October 27<sup>th</sup>, 2017 hereby irrevocably agrees to the special resolutions set out above.

.....  
**For and on behalf of IDVERDE**

A handwritten signature in black ink, appearing to be 'J. Verde', written over the printed text 'For and on behalf of IDVERDE'.

## NOTES

1. You can choose to agree to all of the resolutions or none of them but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company by delivery to Weil, Gotshal & Manges (Paris) LLP acting on behalf of the Company.
2. Once you have indicated your agreement to the resolutions, you may not revoke your agreement.
3. Where, by November 24<sup>th</sup>, 2017, insufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or on this date.